

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 915.
FILED, MAY 9th, 1963.

EL SOL MINING LIMITED

Full corporate name of Company

Incorporated under The Companies Act, Province of Ontario,
by Letters Patent dated August 28th, 1946.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Proposed issue of 500,000 shares of the capital stock of the Company in settlement of liabilities of the Company in the amount of \$55,000.00, (see item 20. hereof for further details); (b) Proposed changes in officers and directors; (c) Proposed Underwriting and Option Agreement, (see item 6. hereof); and (d) Proposed property acquisition, (see item 11. hereof).																														
2. Head office address and any other office address.	Head Office - Suite 1600, 100 Adelaide St.W., Toronto, Ontario. Upon acceptance of this Filing Statement the Head Office will be removed to Suite 1024, 85 Richmond Street West, Toronto, Ontario.																														
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<u>PRESENT OFFICERS AND DIRECTORS OF THE COMPANY:</u> <table><tr><td>President and Director</td><td>Ashton William Johnston, 55 Edgehill Road, Toronto, Ontario.</td><td>Consulting Geologist</td></tr><tr><td>Vice-President and Director</td><td>William McKee, R.R. #1, Streetsville, Ontario.</td><td>Accountant</td></tr><tr><td>Secretary-Treasurer and Director</td><td>William O'Shaughnessy, 200 Ridley Blvd., Toronto, Ontario.</td><td>Accountant</td></tr><tr><td>Director</td><td>William Clarke Campbell, 95 Dunvegan Road, Toronto, Ontario.</td><td>Barrister and Solicitor</td></tr><tr><td>Director</td><td>Leslie Edwin Wetmore, 1394 Milton Ave., Port Credit, Ontario.</td><td>Accountant</td></tr></table> <u>UPON ACCEPTANCE OF THIS FILING STATEMENT THE OFFICERS AND DIRECTORS WILL BE AS FOLLOWS:-</u> <table><tr><td>President and Director</td><td>William Leonard Hodgson, 34 Pine Crescent, Toronto, Ontario.</td><td>Accountant</td></tr><tr><td>Vice-President and Director</td><td>John Franklin MacKay, 19 Tranby Avenue, Toronto, Ontario.</td><td>Executive</td></tr><tr><td>Secretary-Treasurer and Director</td><td>Sam Taylor, F.C.I.S., 2 Strathallan Blvd., Toronto, Ontario.</td><td>Chartered Secretary</td></tr><tr><td>Director</td><td>Bernard Tugg, 27 Collinson Blvd., Downsview, Ontario.</td><td>Sales Representative</td></tr><tr><td>Director</td><td>John Nelson Kinsey, 200 Glencairn Ave., Toronto, Ontario.</td><td>Insurance Executive</td></tr></table>	President and Director	Ashton William Johnston, 55 Edgehill Road, Toronto, Ontario.	Consulting Geologist	Vice-President and Director	William McKee, R.R. #1, Streetsville, Ontario.	Accountant	Secretary-Treasurer and Director	William O'Shaughnessy, 200 Ridley Blvd., Toronto, Ontario.	Accountant	Director	William Clarke Campbell, 95 Dunvegan Road, Toronto, Ontario.	Barrister and Solicitor	Director	Leslie Edwin Wetmore, 1394 Milton Ave., Port Credit, Ontario.	Accountant	President and Director	William Leonard Hodgson, 34 Pine Crescent, Toronto, Ontario.	Accountant	Vice-President and Director	John Franklin MacKay, 19 Tranby Avenue, Toronto, Ontario.	Executive	Secretary-Treasurer and Director	Sam Taylor, F.C.I.S., 2 Strathallan Blvd., Toronto, Ontario.	Chartered Secretary	Director	Bernard Tugg, 27 Collinson Blvd., Downsview, Ontario.	Sales Representative	Director	John Nelson Kinsey, 200 Glencairn Ave., Toronto, Ontario.	Insurance Executive
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4. Share capitalization showing authorized and issued and outstanding capital.	The Company has an authorized capital of 7,500,000 shares of the par value of \$1.00 each, of which 5,500,001 are issued and outstanding as fully paid and non-assessable.																														
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil.																														

6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By Agreement dated May 1st 1963 between the Company and J. P. Cannon & Co. Ltd., 372 Bay St., Toronto, Ontario, a registered security dealer, acting on behalf of a client referred to in Item 7. hereof, the said J. P. Cannon & Co. Ltd. agreed to purchase 250,000 shares of the capital stock of the Company at 10¢ per share payable forthwith upon acceptance by the Toronto and Canadian Stock Exchanges of a filing statement reflecting the terms of this Agreement, and in consideration therefor received options on 200,000 shares at 15¢ per share, 200,000 shares at 20¢ per share, 200,000 shares at 25¢ per share and 150,000 shares at 30¢ per share exercisable within 3, 6, 9 and 12 months respectively, from the said acceptance date.																																											
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	J.P.Cannon & Co. Ltd. has entered into the Agreement referred to in Item 6. hereof on behalf of David Agency Limited; Suite 600 - 250 University Avenue, Toronto, Ontario, a subsidiary of Simpson Gold Mines Limited, which in turn is controlled by James Easto, 173 Warren Road, Toronto, Ontario.																																											
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None																																											
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to expend the proceeds of the sale of treasury shares pursuant to the Agreement referred to in Item 6. above in the purchase of the mining property referred to in Item 11. hereof, for the sum of \$5,000.00. The program of development and exploration described in the Report of J.C.Shaw, P.Eng., dated April 25th, 1963, will be implemented to the extent of the Company's financial resources.																																											
10. Brief statement of company's chief development work during past year.	The Company has been inactive for the past three years.																																											
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	<p>By Agreement dated May 1st 1963, Michael K. Duggan, P.O.Box 95, Ste. Genevieve, Quebec, agreed to sell to the Company, for the consideration of \$5,000.00, sixteen (16) one hundred-acre lots located in Range V, Duprat Township, Province of Quebec, recorded with the Quebec Department of Natural Resources with the following licences covering the following lots:</p> <table><thead><tr><th>LICENCE NO.</th><th>CLAIM NO.</th><th>LOT NO.</th></tr></thead><tbody><tr><td rowspan="2">200,225</td><td>1</td><td>27</td></tr><tr><td>2</td><td>26</td></tr><tr><td rowspan="2">200,226</td><td>1</td><td>29</td></tr><tr><td>2</td><td>28</td></tr><tr><td rowspan="2">200,227</td><td>1</td><td>31</td></tr><tr><td>2</td><td>30</td></tr><tr><td rowspan="2">200,228</td><td>1</td><td>33</td></tr><tr><td>2</td><td>32</td></tr><tr><td rowspan="2">200,229</td><td>1</td><td>35</td></tr><tr><td>2</td><td>34</td></tr><tr><td rowspan="2">200,230</td><td>1</td><td>37</td></tr><tr><td>2</td><td>36</td></tr><tr><td rowspan="2">200,231</td><td>1</td><td>39</td></tr><tr><td>2</td><td>38</td></tr><tr><td rowspan="2">200,232</td><td>1</td><td>41</td></tr><tr><td>2</td><td>40</td></tr></tbody></table>	LICENCE NO.	CLAIM NO.	LOT NO.	200,225	1	27	2	26	200,226	1	29	2	28	200,227	1	31	2	30	200,228	1	33	2	32	200,229	1	35	2	34	200,230	1	37	2	36	200,231	1	39	2	38	200,232	1	41	2	40
LICENCE NO.	CLAIM NO.	LOT NO.																																										
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	2	40																																										
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	No person has received or is to receive a greater than 5% interest in the vendor consideration to be received by Michael K. Duggan as referred to in Item 11. hereof.																																											
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None of the Company's shares are held in escrow.																																											
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	N/A																																											

FINANCIAL STATEMENTS

EL SOL MINING LIMITED

BALANCE SHEETS AS AT APRIL 30TH, 1963

ASSETS

CURRENT

Cash In Bank 35.86

INVESTMENT & PARTICIPATION(Schedule A) 5,250.00

MINING PROPERTIES & OPTIONS 125,000.00

PREPRODUCTION EXPENSES (Schedule B) 655,652.74

785,938.60

LIABILITIES

ACCOUNTS PAYABLE (Schedule C) 57,320.04

CAPITAL - Authorized: 7,500,000 shares \$1.00 par value each
Issued: 5,500,001 shares (nil shares escrowed)

For Property 1,000,000 shares 1,000,000.00
Less: Discount thereon 900,000.00 100,000.00

For Cash 4,500,001 shares 4,500,001.00
Less: Discount thereon 3,709,995.75 790,005.25

890,005.25

Less Deficit 161,386.69 728,618.56

785,938.60

STATEMENT OF DEFICIT

Balance January 1, 1962 \$161,218.69

Accounts Receivable - Written off 168.00

\$161,386.69

April 30th, 1963

Toronto, Ontario

We certify the above to be in accordance with the records of the Company and there has been no material change since that date.

Director

Director

EL SOL MINING LIMITED

APRIL 30TH, 1963

INVESTMENTS & PARTICIPATIONS(Schedule A)

Chatelet Mines Limited - 50,000 shares 5,250.00

PREPRODUCTION EXPENDITURES (Schedule B)

Balance Brought Forward January 1, 1962 644,399.51

ADMINISTRATIVE - January 1/62 to April 30/63

Audit 100.00
Administration 4,400.00
Govt. Licenses, Taxes & Fees 996.90
Stock Exchange Fees 200.00
Legal Fees 66.00
Shareholders' Information & Publicity 785.05
Transfer Agent's Fees 1,505.32

8,053.27

EXPLORATION

Engineering & Geological Services 3,000.00
Development Licenses - Bourlamaque 199.96

11,253.23

655,652.74

ACCOUNTS PAYABLE (Schedule C)

Guaranty Trust Company of Canada - Toronto, 10,149.90 11,408.87
Guaranty Trust Company of Canada - Montreal 1,258.97 1,400.00

Day, Wilson 2,660.55

Continental Diamond Drilling Co. Ltd 382.69

Massval Mines Ltd 19,368.00

N M C Securities Limited 21,699.93

Augustus Exploration Limited 400.00

Thorne, Mulholland, Howsen & McPherson

57,320.04

April 30th, 1963

Toronto, Ontario

We certify the above to be in accordance with the records of the Company and there has been no material change since that date.

Director

Director

EL SOL MINING LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR PERIOD JANUARY 1, 1962 TO APRIL 30, 1963

SOURCE OF FUNDS

Increase in Deficiency of Working Capital

Deficiency in Working Capital April 30th, 1963	57,284.18	
" " " Jan 1, 1962	45,862.95	<u>11,421.23</u>

APPLICATION OF FUNDS

Increase in Preproduction Expenditures	11,253.23	
Increase In Deficit	168.00	<u>11,421.23</u>

April 30th, 1963
Toronto, Ontario

We certify the above to be in accordance with the records of the Company and there has been no material change since that date.

[Signature] *[Signature]*

ENGINEER'S REPORT

Note - The following are excerpts from a report by J.C. Shaw, P.Eng., dated April 25th, 1963, on a 1600 acre claim group located in Duprat Township, Province of Quebec. A complete copy of this report is on file at the Toronto Stock Exchange.

SUMMARY

Duprat Township is located in the northwest section of the Noranda area which has long been famous for its high grade sulphide deposits. In recent years, little publicity has been attached to the area as a gold mining center but a review of past history shows that a large number of properties were developed as gold producers. At the present time, there are two producers situated in the same geological setting as the claim group herewith reviewed - Eldrich Gold Mines and Elder Development Company.

It is recommended that geophysical surveying be conducted on the claim group so that fault zones and intrusives present on the property can be outlined prior to a diamond drilling program.

PROPERTY

The property consists of sixteen (16) one hundred-acre lots located in Range V of Duprat Township.

The claims have been recorded with the Quebec Department of Natural Resources with the following licenses covering the following lots:

<u>LICENSE NO.</u>	<u>CLAIM NO.</u>	<u>LOT NO.</u>
200,225	1	27
	2	26
200,226	1	29
	2	28
200,227	1	31
	2	30
200,228	1	33
	2	32
<u>LICENSE NO.</u>	<u>CLAIM NO.</u>	<u>LOT NO.</u>
200,229	1	35
	2	34
200,230	1	37
	2	36
200,231	1	39
	2	38
200,232	1	41
	2	40

LOCATION

The property is located ten (10) miles northwest of the City of Noranda. It is $3\frac{1}{2}$ miles west of the Waite Amulet mining plant and can be reached by truck road that extends west from that area.

The plant of Eldrich Gold Mines is two miles south of the claim group. Hydro electric services are available from this locality.

CONCLUSIONS AND RECOMMENDATIONS

The claim group covers an area containing rocks which locally have been known to contain gold bearing quartz veins.

The intersection of the two major fault zones - the Hunter Creek fault and the MacDougall fault - occur on the property. Both of these faults have been known to be associated with ore bearing conditions.

It is recommended that geophysical surveying, consisting of magnetometer and an electro-magnetic type, be conducted on the property.

Geological compilation of all known data should be undertaken while the survey is underway.

Follow-up work, depending on the results of the survey, will likely consist of surface prospecting followed by diamond drilling.

COST OF PROGRAM RECOMMENDED

1. Geophysical Surveying	\$ 8,500
2. Geological Compilation	1,000
3. Diamond Drilling, 2,000 feet at \$4.00/ft.	8,000
Total Cost of Program Recommended	\$17,500

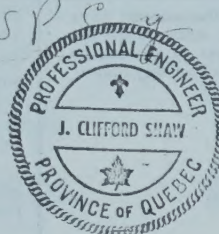
Respectfully submitted,

J.C. Shaw P. Eng.

J.C. Shaw, P. Eng.

Montreal, P.Q.

April 25, 1963

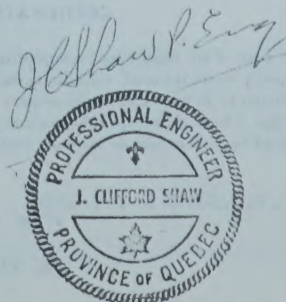


CERTIFICATE

I, Joseph Clifford Shaw, of the City of Montreal, do hereby certify as follows:

1. That I am a Consulting Engineer and have practised my profession for fifteen years.
2. That I live at 113 Rue de Gascogne, Preville, P.Q.
3. That I am a Registered Professional Engineer in the Province of Quebec.
4. That I am a graduate engineer with a degree of Bachelor of Science, Mining Engineering, from Queen's University.
5. That the contents of this report are based on a recent study of the geology of the area as well as from previous work done in the area during the past five years.
6. That I have had previous experience in the Province of Quebec and elsewhere in the exploration for base metal and gold deposits.
7. That I have no interest either directly or indirectly nor do I expect to receive any interest either directly or indirectly in the properties or securities of El Sol Mining Limited.

Dated at Montreal, this 25th day of April 1963.



15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>The five largest registered shareholders are as follows:-</p> <p>E. Edwards Suite 600, 250 University Ave., Toronto, Ontario 387,722 shares</p> <p>D. Martin Suite 600 250 University Ave. Toronto, Ontario 385,250 shares</p> <p>James Richardson & Sons 173 Portage Ave., Winnipeg, Manitoba 209,246 shares</p> <p>Walter Lee Crouch, 10th and Grace Streets Wilmington, North Carolina 180,250 shares</p> <p>Doherty Roadhouse & Co., 335 Bay Street Toronto, Ontario 155,892 shares</p> <p>The beneficial ownership of the shares registered in the above names is not known to the signatories hereto.</p>
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The Directors of the Company from time to time by solicitation of proxies from the shareholders including those enumerated in paragraph 15 hereof may be in a position to materially affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	50,000 free shares of Chatalet Mines Limited, having no market value and a book value of \$5,250.00.
18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>The Company proposes to issue a total of 500,000 shares of the capital stock of the Company in settlement of outstanding liabilities in the amount of \$55,000.00. These shares would be issued to:</p> <p>Guaranty Trust Company, 366 Bay Street, Toronto, Ontario.</p> <p>Guaranty Trust Company, Montreal, Quebec.</p> <p>Messrs. Day, Wilson, Campbell & Martin, Suite 600 - 250 University Avenue, Toronto, Ontario.</p> <p>Continental Diamond Drilling Company Limited, Rouyn, Quebec.</p> <p>N M C. Securities Limited, Suite 1600 - 100 Adelaide Street West, Toronto, Ontario.</p> <p>Augustus Exploration Limited, Suite 1600 - 100 Adelaide Street West, Toronto, Ontario.</p> <p>Distribution of the aforesaid 500,000 shares, together with those covered by the Underwriting and Option Agreement referred to in Item 6. hereof will be in the course of primary distribution.</p> <p>There are no other material facts.</p>

DATED May 1st, 1963.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

EL SOL MINING LIMITED

"W. O'Shaughnessy"

CORPORATE
SEAL

"L.E. Wetmore"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

J.P. CANNON & CO. LTD.

"L.W. Greeniaus"

"R. Fleisher"

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1167.
FILED, AUGUST 20th. 1964.

EL SOL MINING LIMITED

Full corporate name of Company
Incorporated under The Companies Act, Province of Ontario,
by Letters Patent dated August 28th, 1946.
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 915.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Change in effective control of the Company (see Item 16) and subject to change of control; (b) Change in the head office address (see Item 2); and (c) Complete change in the officers and directors of the Company (see Item 3).																														
2. Head office address and any other office address.	The present head office is Suite 1024, 85 Richmond Street West, Toronto, Ontario. Following change of control the Company is advised that the head office will be removed to Suite 403, 62 Richmond Street West, Toronto, Ontario.																														
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>The present officers and directors are as follows:</p> <table><tr><td>President and Director</td><td>William Leonard Hodgson, 34 Pine Crescent, Toronto, Ontario.</td><td>Accountant</td></tr><tr><td>Vice-President and Director</td><td>John Franklin MacKay, 19 Tranby Avenue, Toronto, Ontario.</td><td>Executive</td></tr><tr><td>Secretary-Treasurer and Director</td><td>Sam Taylor, F.C.I.S., 2 Strathallan Blvd., Toronto, Ontario.</td><td>Chartered Secretary</td></tr><tr><td>Director</td><td>Bernard Tugg, 27 Collinson Blvd., Downsview, Ontario.</td><td>Sales Representative</td></tr><tr><td>Director</td><td>John Nelson Kinsey, 200 Glencairn Avenue, Toronto, Ontario.</td><td>Insurance Executive</td></tr></table> <p>Following acceptance by the Toronto and Canadian Stock Exchanges of notice of change of control of the Company for filing, the Company is advised that the new officers and directors will be the following:</p> <table><tr><td>President and Director</td><td>George David Richmond, 22 Elfreda Blvd., Scarborough, Ontario.</td><td>Broker-Dealer</td></tr><tr><td>Vice-President and Director</td><td>Colonel George Reade, R.R.#3, King, Ontario.</td><td>Public Relations Officer</td></tr><tr><td>Secretary-Treasurer and Director</td><td>Allan Bernard Block, 21 Dale Avenue, Toronto, Ontario.</td><td>Business Executive</td></tr><tr><td>Director</td><td>Richard Massey Williams, 84 Glencairn Avenue, Toronto, Ontario.</td><td>Mining Engineer and Geologist</td></tr><tr><td>Director</td><td>William Langridge, Jr., 130 Rosedale Valley Road, Toronto, Ontario.</td><td>Cartographer</td></tr></table>	President and Director	William Leonard Hodgson, 34 Pine Crescent, Toronto, Ontario.	Accountant	Vice-President and Director	John Franklin MacKay, 19 Tranby Avenue, Toronto, Ontario.	Executive	Secretary-Treasurer and Director	Sam Taylor, F.C.I.S., 2 Strathallan Blvd., Toronto, Ontario.	Chartered Secretary	Director	Bernard Tugg, 27 Collinson Blvd., Downsview, Ontario.	Sales Representative	Director	John Nelson Kinsey, 200 Glencairn Avenue, Toronto, Ontario.	Insurance Executive	President and Director	George David Richmond, 22 Elfreda Blvd., Scarborough, Ontario.	Broker-Dealer	Vice-President and Director	Colonel George Reade, R.R.#3, King, Ontario.	Public Relations Officer	Secretary-Treasurer and Director	Allan Bernard Block, 21 Dale Avenue, Toronto, Ontario.	Business Executive	Director	Richard Massey Williams, 84 Glencairn Avenue, Toronto, Ontario.	Mining Engineer and Geologist	Director	William Langridge, Jr., 130 Rosedale Valley Road, Toronto, Ontario.	Cartographer
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5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None																														
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None																														

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	N/A
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	None
10. Brief statement of company's chief development work during past year.	A geophysical survey was completed on the Company's properties in Duprat Township, Province of Quebec, in 1963, at a cost of \$4,600.00. No field work was undertaken in 1964.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	N/A
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None of the Company's shares are held in escrow.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	N/A
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>J. P. Cannon & Co. Ltd., 372 Bay Street, Toronto, Ontario. 482,500 shares</p> <p>D. Martin, Suite 600, 250 University Avenue, Toronto, Ontario. 354,400 shares</p> <p>E. Edwards, Suite 600, 250 University Avenue, Toronto, Ontario. 354,322 shares</p> <p>James Richardson & Sons, 173 Portage Avenue, Winnipeg, Manitoba. 247,388 shares</p> <p>Doherty Roadhouse & Co., 335 Bay Street, Toronto, Ontario. 135,042 shares</p> <p>The beneficial ownership of the shares registered in the above names is not known to the signatories hereto.</p>

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 231.
FILED, AUGUST 20th, 1964.

EL SOL MINING LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1167 dated August 5, 1964.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	New management of the Company (see Filing Statement No. 1167) proposes the following: (a) Subject to the approval of shareholders, to make application for supplementary letters patent for a reduction of capital resulting in each shareholder receiving one "new" share for each five shares presently held, after which the outstanding capital will have been reduced to 1,250,001 shares , then increasing the authorized capital to 5,000,000 shares of the par value of \$1.00 per share, and changing the name of the Company to Tex-Sol Explorations Limited. (b) Subject to the approval of shareholders, to acquire four groups of mining properties in the Timmins area for \$7,150 and 150,000 escrowed "new" shares in the capital stock of the Company (for further particulars, see Schedule A.) (c) Underwriting and option agreement covering "new" shares. For further particulars, see items 6 and 7 hereof.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By an agreement dated as of August 12, 1964, Hevenor & Co., 11 Jordan Street, Toronto, Ontario, on behalf of its client, Prosser Investments Limited, has agreed, subject to the issue of supplementary letters patent giving effect to the changes in the share structure of the Company referred to above, to firmly purchase 200,000 "new" shares in the capital stock of the Company at the price of 30 cents per share, and has been granted options on a further 200,000 shares at 30 cents per share, 200,000 shares at 35 cents per share, 200,000 shares at 40 cents per share and 200,000 shares at 45 cents per share, exercisable within three, six, nine and twelve months respectively of the effective date (being the date of the issuance of such supplementary letters patent).
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Prosser Investments Limited is a private Ontario company wholly owned by George Richmond, 22 Elfreda Blvd., Scarborough, Ontario, and Allan B. Brock, 21 Dale Avenue, Toronto, Ontario. Messrs. Richmond and Brock are also the President and Secretary-Treasurer respectively, and Directors, of El Sol Mining Limited.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to use available treasury funds, including the proceeds from the current underwriting and option agreement, in payment of its regular administrative expenses, to make payment of the cash portion of the purchase price for its new properties, and to carry out exploration work on its Timmins area properties recently acquired, in accordance with the recommendations contained in the Report of Dr. S. S. Szetu, dated August 11th, 1964, estimated at \$10,100.00.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Prosser Investments Limited, 366 Bay Street, Toronto - \$7,150 and 150,000 "new" shares in the capital stock of the Company. For further particulars, see Schedule A.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	August Mitto, Val d'Or, Quebec, Prospector - 150,000 "new" escrowed shares in the capital stock of the Company. August Mitto has granted to the said Prosser Investments Limited an option on all or any part of the said 150,000 escrowed shares for a period of two years at one-third of the market price for free shares from time to time.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	None of the Company's shares are in the course of primary distribution, but after the effective date referred to herein, shares of the Company will be in primary distribution in Ontario through the facilities of the Toronto Stock Exchange. No primary distribution will take place in the Province of Quebec or through the Canadian Stock Exchange. There are no other material facts.

DATED August 24, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"G.D. Richmond"

"A.B. Brock"

EL SOL MINING LIMITED

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"M.A. Moysey"

HEVENOR & CO.

SCHEDULE A

By an agreement dated as of August 13th, 1964, the Company purchased from Prosser Investments Limited four groups of unpatented mining claims in the Timmins area of Ontario consisting of a group of eight claims in Byers Township, a group of nine claims in Ogden Township, a group of eleven claims in Cote Township and a group of sixteen claims in Godfrey and Mountjoy Townships, making a total of forty-four claims.

The consideration agreed to be paid for the said claims is the sum of \$7,150 and 150,000 "new" shares in the capital stock of the Company, all of which will be placed in escrow, subject to release only on the prior written consents of the Toronto Stock Exchange, the Canadian Stock Exchange, and the Directors of the Company. The said consideration is equal to the actual cost of the said claims for the properties purchased, including the said 150,000 "new" shares, which will be issued to August Mitto, the person from whom Prosser acquired the Godfrey and Mountjoy group of claims.

FINANCIAL STATEMENTS

EL SOL MINING LIMITED
Incorporated under the laws of Ontario

BALANCE SHEET

July 31, 1964

-0-

- ASSETS -

Cash.	610.26
Investment in shares of another mining company, at a nominal value (no quoted market value).	1.00
Mining claims, at the consideration given therefor consisting of 1,000,000 shares of capital stock at 10¢ per share and \$30,000.00 cash.	130,000.00
Preproduction expenditures:	
Exploration and development	574,376.47
Administration and general.	<u>99,008.15</u>
	<u>673,384.62</u>
	<u>\$803,995.88</u>

- LIABILITIES -

Account payable	626.32
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- SHAREHOLDERS' EQUITY -

Capital stock:	
Authorized, 7,500,000 shares, par value \$1.00 per share	
Issued, 6,250,001 shares.	6,250,001.00
Less Discount thereon	<u>5,279,995.75</u>
	970,005.25
Deficit	<u>166,635.69</u>
	<u>803,369.56</u>
	<u>\$803,995.88</u>

Approved on behalf of the Board.

.....Director. Director.

This is the balance sheet referred to in our comments to the directors dated August 5, 1964, and should be read in conjunction therewith.

THORNE, MULHOLLAND, HOWSON & McPHERSON

Chartered Accountants

EL SOL MINING LIMITED

STATEMENT OF PREPRODUCTION EXPENDITURES

Seven months ended July 31, 1964

-0-

Exploration and development:

Bourlamaque Township:

Balance at beginning of period. 121,037.79

Duprat Township:

Balance at beginning of period. 5,160.00

Papaonga River Area:

Balance at beginning of period. . . . 434,486.36

Government fees 616.00 435,102.36

General exploration:

Balance at beginning of period. 13,076.32 574,376.47

Administration and general:

Balance at beginning of period. 94,900.15

Expenses incurred during period:

Head office services. 1,750.00

Directors' fees 250.00

Government fees and taxes 210.13

Shareholders' information 740.34

Stock exchange expenses 100.00

Transfer agent's fees and expenses. . 1,057.53 4,108.00 99,008.15

Preproduction expenditures at end of period \$673,384.62

EL SOL MINING LIMITED

SUMMARY OF CHANGES IN FINANCIAL POSITION

Seven months ended July 31, 1964

-0-

	July 31, 1964	December 31, 1963	Variation
Current assets.	610.26	6,358.84	(5,748.58)
Current liabilities	<u>626.32</u>	<u>1,650.90</u>	<u>1,024.58</u>
Working capital (deficiency).	(16.06)	4,707.94	(4,724.00)
Investment.	1.00	1.00	
Mining claims	130,000.00	130,000.00	
Preproduction expenditures.	<u>673,384.62</u>	<u>668,660.62</u>	<u>4,724.00</u>
Shareholders' equity.	<u>\$803,369.56</u>	<u>\$803,369.56</u>	<u>-</u>

The impairment of the working capital position, amounting to \$4,724.00 as shown above, is a result of the following factors:

Funds applied:

Increase in preproduction expenditures.	<u>4,724.00</u>
Resulting impairment of working capital position.	<u>\$4,724.00</u>

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	At the present time James Easto, 173 Warren Road, Toronto, Ontario holds 230,000 free shares of the capital stock of the Company, which block of shares together with solicitation of proxies from the shareholders including those enumerated in paragraph 15 hereof is large enough to materially affect control of the Company. Subject to acceptance by the Toronto and Canadian Stock Exchanges of notice for filing, the said block of 230,000 shares will be sold to Prosser Investments Limited, a private Ontario Company, with head office at 366 Bay Street, Toronto, Ontario. The only persons having a greater than 5% interest in Prosser Investments Limited are George David Richmond, 22 Elfreda Blvd., Scarborough, Ontario and Allan Bernard Block, 21 Dale Avenue, Toronto, Ontario, who, subject to change of control of the Company, will be directors and the President and Secretary-Treasurer thereof respectively.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	50,000 free and 20,000 escrowed shares of Chatalet Mines Limited, having no market value and a nominal book value of \$1.00.
18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	None of the Company's shares are in the course of primary distribution to the public. There are no other material facts.

DATED August 5th, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

EL SOL MINING LIMITED

"W.L. Hodgson" per: *[Signature]*

CORPORATE
SEAL

"S. Taylor" *[Signature]*

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 231.
FILED, AUGUST 20th. 1964.

EL SOL MINING LIMITED
Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1167 dated August 5, 1964.

<p>Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.</p>	<p>New management of the Company (see Filing Statement No. 1167) proposes the following:</p> <p>(a) Subject to the approval of shareholders, to make application for supplementary letters patent for a reduction of capital resulting in each shareholder receiving one "new" share for each five shares presently held, after which the outstanding capital will have been reduced to 1,250,001 shares , then increasing the authorized capital to 5,000,000 shares of the par value of \$1.00 per share, and changing the name of the Company to Tex-Sol Explorations Limited.</p> <p>(b) Subject to the approval of shareholders, to acquire four groups of mining properties in the Timmins area for \$7,150 and 150,000 escrowed "new" shares in the capital stock of the Company (for further particulars, see Schedule A.)</p> <p>(c) Underwriting and option agreement covering "new" shares. For further particulars, see items 6 and 7 hereof.</p>
<p>6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.</p>	<p>By an agreement dated as of August 12, 1964, Hevenor & Co., 11 Jordan Street, Toronto, Ontario, on behalf of its client, Prosser Investments Limited, has agreed, subject to the issue of supplementary letters patent giving effect to the changes in the share structure of the Company referred to above, to firmly purchase 200,000 "new" shares in the capital stock of the Company at the price of 30 cents per share, and has been granted options on a further 200,000 shares at 30 cents per share, 200,000 shares at 35 cents per share, 200,000 shares at 40 cents per share and 200,000 shares at 45 cents per share, exercisable within three, six, nine and twelve months respectively of the effective date (being the date of the issuance of such supplementary letters patent).</p>
<p>7. Names and addresses of persons having any interest, direct or indirect in, underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.</p>	<p>Prosser Investments Limited is a private Ontario company wholly owned by George Richmond, 22 Elfreda Blvd., Scarborough, Ontario, and Allan B. Block, 21 Dale Avenue, Toronto, Ontario. Messrs. Richmond and Block are also the President and Secretary-Treasurer respectively, and Directors, of El Sol Mining Limited.</p>
<p>9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.</p>	<p>The Company proposes to use available treasury funds, including the proceeds from the current underwriting and option agreement, in payment of its regular administrative expenses, to make payment of the cash portion of the purchase price for its new properties, and to carry out exploration work on its Timmins area properties recently acquired, in accordance with the recommendations contained in the Report of Dr. S. S. Sztetu, dated August 11th, 1964, estimated at \$10,100.00.</p>
<p>11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.</p>	<p>Prosser Investments Limited, 366 Bay Street, Toronto - \$7,150 and 150,000 "new" shares in the capital stock of the Company. For further particulars, see Schedule A.</p>
<p>12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.</p>	<p>August Mitto, Val d'Or, Quebec, Prospector - 150,000 "new" escrowed shares in the capital stock of the Company. August Mitto has granted to the said Prosser Investments Limited an option on all or any part of the said 150,000 escrowed shares for a period of two years at one-third of the market price for free shares from time to time.</p>
<p>20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.</p>	<p>None of the Company's shares are in the course of primary distribution, but after the effective date referred to herein, shares of the Company will be in primary distribution in Ontario through the facilities of the Toronto Stock Exchange. No primary distribution will take place in the Province of Quebec or through the Canadian Stock Exchange. There are no other material facts.</p>

DATED August 24, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"G.D. Richmond"

"A.B. Brock"

EL SOL MINING LIMITED

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"H.A. Moysey"

HEVENOR & CO.

SCHEDULE A

By an agreement dated as of August 13th, 1964, the Company purchased from Prosser Investments Limited four groups of unpatented mining claims in the Timmins area of Ontario consisting of a group of eight claims in Byers Township, a group of nine claims in Ogden Township, a group of eleven claims in Cote Township and a group of sixteen claims in Godfrey and Mountjoy Townships, making a total of forty-four claims.

The consideration agreed to be paid for the said claims is the sum of \$7,150 and 150,000 "new" shares in the capital stock of the Company, all of which will be placed in escrow, subject to release only on the prior written consents of the Toronto Stock Exchange, the Canadian Stock Exchange, and the Directors of the Company. The said consideration is equal to the actual cost of the said claims for the properties purchased, including the said 150,000 "new" shares, which will be issued to August Mitto, the person from whom Prosser acquired the Godfrey and Mountjoy group of claims.